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Attorney Docket No.
031993-0000;

SMALL ENTITY
SMALL BUSINESS CONCERN

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

**VERIFIED STATEMENT (DECLARATION) CLAIMING SMALL
ENTITY STATUS (37 C.F.R. §1.9(f) and §1.27(c))--
SMALL BUSINESS CONCERN**

I, David Rose hereby declare that I am

- the owner of the small business concern identified below:
- X an official of the small business concern empowered to act on behalf of the concern identified below:

NAME OF CONCERN Wireless Internet, Inc.

ADDRESS OF CONCERN 11 East 26th Street – 16th Floor
New York, NY 10010

I hereby declare that the above-identified small business concern qualifies as a small business concern as defined in 13 C.F.R. §121.3-18, and reproduced in 37 C.F.R. §1.9(d), for purposes of paying reduced fees under Section 41(a) and (b) of Title 35, United States Code, in that the number of employees of the concern, including those of its affiliates, does not exceed 500 persons. For purposes of this statement, (1) the number of employees of the business concern is the average over the previous fiscal year of the concern of the persons employed on a full-time, part-time or temporary basis during each of the pay periods of the fiscal year, and (2) concerns are affiliates of each other when, either directly or indirectly, one concern controls or has the power to control the other, or a third-party or parties controls or has the power to control both.

I hereby declare that rights under license, contract or law have been acquired by or conveyed to and remain with the small business concern identified above with regard to the

invention entitled

"SYSTEM AND METHOD FOR TRANSMISSION OF DATA"

by inventors John M. Payne, Tim Von Kaenel, Jeffrey Wang, Jeffrey Odell, Jason Katz and David Starr

as described in

- the specification filed herewith.
- the specification filed January 24, 1997 under Application Serial No. 08/788,613.
- Patent No. _____, issued _____.

If the rights held by the above identified small business concern are not exclusive, each individual, concern or organization having rights to the invention is listed below and no rights to the invention are held by any person, other than the inventor, who could not qualify as a small business concern under 37 C.F.R. §1.9(d) or by any concern which would not qualify as a small business concern under 37 C.F.R. §1.9(d) or a nonprofit organization under 37 C.F.R. §1.9(e).

- no such person, concern or organization exists
- any such person, concern or organization is identified below, if applicable:

Full Name _____

Address _____

- individual small business concern
- nonprofit organization

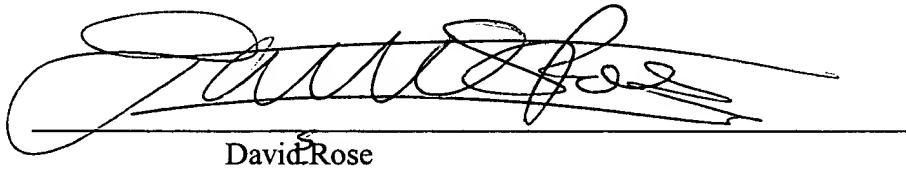
I acknowledge the duty to file, in this application or patent, notification of any change in status resulting in loss of entitlement to small entity status prior to paying, or at the time of paying, the earliest of the issue fee or any maintenance fee due after the date on which status as a small business entity is no longer appropriate. (37 C.F.R. §1.28(b)).

I hereby declare that all statements made herein of my own knowledge are true and that all statements made on information and belief are believed to be true; and further that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under Section 1001 of Title 18 of the United States Code, and that such willful false statements may jeopardize the validity of the application, any patent issuing thereon, or any patent to which this verified statement is directed.

TYPED NAME OF PERSON SIGNING: David Rose

TITLE: President and Chief Executive Officer

Date: 8/18/99

A handwritten signature in black ink, appearing to read "David Rose". It is written in a cursive style with a long, sweeping line for the first name and a more compact, vertical line for the last name.

David Rose

#259463

RECEIVED



APRIL 03, 1998

PTAS

FILBRIGHT & JAWORSKI L.L.P.
M. JOHN CARSON, ESQ.
865 SOUTH FIGUEROA STREET, 29TH FLOOR
LOS ANGELES, CALIFORNIA 90017-2571



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UNITED STATES PATENT AND TRADEMARK OFFICE
NOTICE OF RECORDATION OF ASSIGNMENT DOCUMENT

THE ENCLOSED DOCUMENT HAS BEEN RECORDED BY THE ASSIGNMENT DIVISION OF THE U.S. PATENT AND TRADEMARK OFFICE. A COMPLETE MICROFILM COPY IS AVAILABLE AT THE ASSIGNMENT SEARCH ROOM ON THE REEL AND FRAME NUMBER REFERENCED BELOW.

PLEASE REVIEW ALL INFORMATION CONTAINED ON THIS NOTICE. THE INFORMATION CONTAINED ON THIS RECORDATION NOTICE REFLECTS THE DATA PRESENT IN THE PATENT AND TRADEMARK ASSIGNMENT SYSTEM. IF YOU SHOULD FIND ANY ERRORS OR HAVE QUESTIONS CONCERNING THIS NOTICE, YOU MAY CONTACT THE EMPLOYEE WHOSE NAME APPEARS ON THIS NOTICE AT 703-308-9723. PLEASE SEND REQUEST FOR CORRECTION TO: U.S. PATENT AND TRADEMARK OFFICE, ASSIGNMENT DIVISION, BOX ASSIGNMENTS, NORTH TOWER BUILDING, SUITE 10C35, WASHINGTON, D.C. 20231.

RECORDATION DATE: 02/02/1998

REEL/FRAME: 8953/0662
NUMBER OF PAGES: 4

BRIEF: ASSIGNMENT OF ASSIGNEE'S INTEREST (SEE DOCUMENT FOR DETAILS).

ASSIGNEE:
EX MACHINA, INC.

DOC DATE: 11/12/1997

ASSIGNEE:
AIRMEDIA, INC.
3501 JAMBOREE ROAD, SUITE 400
NEWPORT BEACH, CALIFORNIA 92660

SERIAL NUMBER: 08788613
PATENT NUMBER:

FILING DATE: 01/24/1997
ISSUE DATE:

DOROTHY RILEY, EXAMINER
ASSIGNMENT DIVISION
OFFICE OF PUBLIC RECORDS

02-18-1998



100637413

FORM PTO-1595 (Modified)
(Rev. 6-93)
OMB No. 0651-0011 (exp. 4/94)
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P08A/REV02

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cket No.: 6328-117

U.S. DEPARTMENT OF COMMERCE

Patent and Trademark Office

LY

RECEIPT AGING DIV

FEB 02 1998

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Ex Machina, Inc.

M.R.

2-2-98

2. Name and address of receiving party(ies):

Name: AirMedia, Inc.

Address: 3501 Jamboree Road

Suite 400

Additional names(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- | | |
|--|---|
| <input checked="" type="checkbox"/> Assignment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> Security Agreement | <input type="checkbox"/> Change of Name |
| <input type="checkbox"/> Other _____ | |

Execution Date: November 12, 1997

City: Newport Beach State/Prov.: California

Country: U.S.A. ZIP: 92660

Additional name(s) & address(es) attached? Yes No

4. Application number(s) or registration numbers(s):

If this document is being filed together with a new application, the execution date of the application is: _____

Patent Application No. Filing date

B. Patent No.(s)

08/788,613 January 24, 1997

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

6. Total number of applications and patents involved: 1

Name: M. John Carson, Esq.

Registration No. 25,090

Address: Fulbright & Jaworski L.L.P.

865 South Figueroa Street

29th Floor

City: Los Angeles State/Prov.: California

Country: U.S.A. ZIP: 90017-2571

7. Total fee (37 CFR 3.41): \$ 40.00

 Enclosed Authorized to be charged to deposit account8. Deposit account number: 08788613

500337

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

M. John Carson

Name of Person Signing

Signature

January 27, 1998

Total number of pages including cover sheet, attachments, and document:

4

Date

02/01/98
C:581

ASSIGNMENT

WHEREAS, EX MACHINA, INC., a New York corporation, having its principal place of business at 3501 Jamboree Road, Suite 400, Newport Beach, California 92660, possesses certain exclusive rights, title and interest in the invention, and improvements thereof, as disclosed in United States patent application entitled **SYSTEM AND METHOD FOR TRANSMISSION OF DATA**, the application of which was filed on January 24, 1997 as United States Application Serial No. 08/788,613; and

WHEREAS, AIR MEDIA, INC., a New York corporation, having its principal place of business at 3501 Jamboree Road, Suite 400, Newport Beach, California 92660, is desirous of acquiring the entire and exclusive right, title and interest in and to the said invention in the United States and throughout the world, and in and to any Letters Patent which may be granted and issued therefor;

NOW, THEREFORE, for the sum of One Dollar (\$1.00) and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the said EX MACHINA, INC., by these presents do hereby sell, assign, transfer and set over unto the said AIR MEDIA, INC., its successors and assigns, the entire and exclusive right, title and interest in and to said invention, in the United States and throughout the world, and in and to any Letters patent which may be granted and issued therefor, and in and to any continuations, divisions,

reissues and extensions of said Letters patent and all international priority rights associated therewith; and said EX MACHINA, INC. further agrees to sign all papers and perform all acts, without any further consideration but at no cost or expense to AIR MEDIA, INC., as said AIR MEDIA, INC. may deem necessary to make this Assignment fully effective, including the execution of any and all original, provisional, reissue, divisional and continuing United States and foreign patent applications.

And EX MACHINA, INC. hereby authorizes and requests the Commissioner of Patents and Trademarks to issue the said United States Letters Patent to said AIR MEDIA, INC., its successors and assigns.

EX MACHINA, INC.
Assignor

Dated: 11/12/97


John M. Payne
Chief Executive Officer

STATE OF)
) ss
COUNTY OF)

On this 12th day of NOVEMBER, 1997, before
me, a Notary Public, personally appeared John M. Payne, who I am
satisfied is the person named in and who executed the foregoing
instrument in my presence and did acknowledge the same to be a
voluntary act and deed for the uses and purposes therein
expressed.

WITNESS my hand and official seal.

Juanita Santos
Notary Public

JUANITA SANTOS
Notary Public, State of New York
No. 41-4896779
Qualified in Queens County
Commission Expires January 11, 1998

ASSIGNMENT

WHEREAS, AIRMEDIA, INC., a corporation organized under the laws of the State of New York, having a principal place of business at 11 East 26th Street – 16th Floor, New York, New York 10010 (hereinafter referred to as the ASSIGNOR), is the sole owner of all right, title and interest in and to the improvements comprehended by the invention entitled:

"System and Method for Transmission of Data"

and as described in:

- U.S. patent application executed on even date herewith.
- U.S. patent application executed _____.
- X U.S. application Serial No. 08/788,613 filed January 24, 1997.
- U.S. Letters Patent No. _____ issued _____,

by virtue of a written assignment from EX MACHINA, INC. to AIRMEDIA, INC.

- executed on even date herewith.
- executed on _____.
- X recorded in the U.S. Patent and Trademark Office on February 2, 1998, at Reel 8953, Frame 0662.

WHEREAS, WIRELESS INTERNET, INC., (hereinafter referred to as the ASSIGNEE), a corporation organized under the laws of the State of Delaware, U.S.A., having a place of business at 11 East 26th Street-16th Floor, New York, New York 10010, is desirous of acquiring all Letters Patent and applications comprehending said invention and improvements;

NOW, THEREFORE, for and in consideration of One Dollar (\$1.00) and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, ASSIGNOR has assigned, sold, transferred, quitclaimed, released and set over and by these presents does assign, sell, transfer, quitclaim, release and set over unto ASSIGNEE any and all right, title and interest whatsoever it now has or may have in and to (a) said invention and

worldwide rights therein; (b) any patent application named above, including all divisions, continuations and substitutions thereof; and (c) any Letters Patent named above and all United States and foreign patents which shall issue on said invention, including all reissues, renewals and extensions therefor, for the United States, its territories and possessions and all foreign countries, and to claim priority under any and all treaties and conventions to which the United States of America is signatory including the Paris Convention for the Protection of Industrial Property for such corresponding applications, or any division, continuation or substitution thereof, the same to be held and enjoyed by ASSIGNEE, its assigns and successors, as fully and entirely as the same would have been held and enjoyed by ASSIGNOR, had this assignment not been made.

ASSIGNOR covenants and agrees that it will, at any time upon the request and at the expense of ASSIGNEE, execute and deliver any and all papers and do all lawful acts that may be necessary or desirable, in the opinion of said ASSIGNEE, to enable and assist said ASSIGNEE to (a) secure Letters Patent, both domestic and foreign, on said invention; (b) establish, maintain and secure title in said ASSIGNEE, its successors and assigns, to said invention, application and Letters Patent, including making such title of lawful public record; and (c) defend, establish or otherwise preserve the validity of said Letters Patent against any and all infringers, and perform such other acts as are necessary to give full force and effect to this assignment.

ASSIGNOR represents and covenants that no assignment, mortgage, sale, license, pledge, encumbrance or alienation of said invention, patent application, or Letters Patent has been or will be made or entered into which would conflict with this assignment and sale, except as follows:

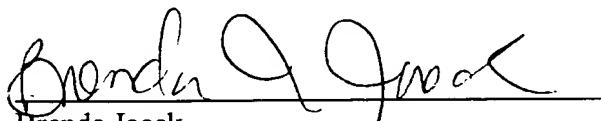
- NONE -

The parties hereto hereby authorize and request the Commissioner of Patents and Trademarks of the United States to issue all Letters Patent based on any application named above and each division, continuation, substitution, reissue, renewal or extension thereof to ASSIGNEE, its successors and assigns.

IN TESTIMONY WHEREOF, I have duly executed this Assignment this 24th day of August, 1999.

AIRMEDIA, INC.

By:


Brenda Jaeck
Chief Financial Officer

STATE OF NEW YORK

8

COUNTY OF

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On this 24th day of August, 1999, before me, appeared Brenda Jaeck, personally known to me or proved to me on the basis of satisfactory evidence to be the person who executed the Assignment as set forth above and acknowledged to me that she executed the same individually and on behalf of for the purposes and consideration therein expressed, and that she is authorized by the bylaws of said corporation or a resolution of its board of directors to execute said Assignment.

GIVEN UNDER MY HAND AND SEAL OF OFFICE this 24th day of August,

Notary Public, State of New York

SEAL

Printed or Typed Name of Notary

My commission expires:

August 03, 2000

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